

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADA

Case number (if known)

Chapter 11

☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BGD LV Holding, LLC
2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
DBA Metal Partners International
3. Debtor's federal Employer Identification Number (EIN) 82-3376744
4. Debtor's address

Principal place of business <u>3101 E. Craig Rd.</u> <u>North Las Vegas, NV 89030</u> Number, Street, City, State & ZIP Code <u>Clark</u> County	Mailing address, if different from principal place of business <u>P.O. Box, Number, Street, City, State & ZIP Code</u> Location of principal assets, if different from principal place of business <u>Number, Street, City, State & ZIP Code</u>
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5. Debtor's website (URL) _____
6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor BGD LV Holding, LLC
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.3321

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>See Attachment</u>	Relationship _____
District _____	When _____ Case number, if known _____

Debtor BGD LV Holding, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor BGD LV Holding, LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

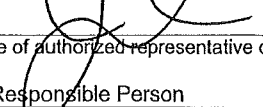
**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6-16-20
MM / DD / YYYY**X** 
Signature of authorized representative of debtor
Title Responsible PersonJoseph Tedesco
Printed name**18. Signature of attorney****X** 
Signature of attorney for debtorDate 6-16-20
MM / DD / YYYYMatthew C. Zirzow 7222
Printed nameLarson & Zirzow, LLC
Firm name850 E. Bonneville Ave.
Las Vegas, NV 89101
Number, Street, City, State & ZIP CodeContact phone 702-382-1170Email address mzirzow@lzlawnv.com7222 NV
Bar number and State

Debtor BGD LV Holding, LLC
Name

Case number (if known) _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEVADACase number (if known) _____ Chapter 11☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<u>BCG Ownco, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Nevada</u>	When <u>6/16/20</u>	Case number, if known <u>20-</u>
Debtor	<u>BRG Holding, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Nevada</u>	When <u>6/16/20</u>	Case number, if known <u>20-</u>
Debtor	<u>Metal Partners Rebar, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Nevada</u>	When <u>6/16/20</u>	Case number, if known <u>20-</u>

Fill in this information to identify the case:Debtor name BGD LV Holding, LLCUnited States Bankruptcy Court for the: DISTRICT OF NEVADA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

6-16-20

X

Signature of individual signing on behalf of debtor

Joseph Tedesco

Printed name

Responsible Person

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name BGD LV Holding, LLC
 United States Bankruptcy Court for the: DISTRICT OF NEVADA
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jacob Gurke 1144 Sandpiper Lane Naperville, IL 60540		Possible claim against Debtor	Contingent Unliquidated Disputed			\$0.00

**WRITTEN CONSENT OF SOLE MANAGER
AND ALL MEMBERS OF BGD LV HOLDING, LLC**

The undersigned, being the Sole Manager and all Members of BGD LV Holding, LLC, a Nevada limited liability company (the "Company"), hereby consent to the following actions and adopt the following resolutions:

RESOLVED that, in the judgment of the Manager and all Members, it is desirable and in the best interest of the Company, its creditors, and other interested parties that the Company file a voluntary petition for relief (the "Petition") to commence a case (the "Bankruptcy Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED FURTHER, that Joseph Tedesco be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute and verify or certify the Petition and to cause the same to be filed with the United States Bankruptcy Court for the District of Nevada, at such time as such Joseph Tedesco shall determine; and

RESOLVED FURTHER, that Joseph Tedesco is designated as the "responsible person" for the Company in the Bankruptcy Case for purposes of Federal Rule of Bankruptcy Procedure 9001(5); and

RESOLVED FURTHER, that Joseph Tedesco be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute and verify or certify all schedules, statements, lists and other papers and to take any and all actions that he deems necessary in connection with the Bankruptcy Case and in connection with the Company's assets and liabilities and to put into effect the purposes of the foregoing resolutions; and

RESOLVED FURTHER, that the Company shall retain the law firm of Saul Ewing Arnstein & Lehr LLP, as its bankruptcy counsel, for legal services relating to the filing of the Petition and representing the Company in the Bankruptcy Case and all matters related thereto on such terms as Joseph Tedesco shall determine; and

RESOLVED FURTHER, that the Company shall retain the law firm of Larson & Zirzow, LLC, as its local bankruptcy counsel, for additional legal services relating to the filing the Petition and representing the Company in the Bankruptcy Case and all matters related thereto on such terms as Joseph Tedesco shall determine; and

RESOLVED FURTHER, that the Company shall retain High Ridge Partners, LLC, as its financial advisor, for financial consulting services relating to the filing of the Petition and the Bankruptcy Case on such terms as Joseph Tedesco shall determine; and

RESOLVED FURTHER, that the Company shall retain SSG Advisors, LLC, as its investment banker, for services relating to the sale of all or part of the Company on such terms as Joseph Tedesco shall determine; and

RESOLVED FURTHER, that Joseph Tedesco is authorized and empowered, on behalf of and in the name of the Company, to obtain post-petition debtor-in-possession financing

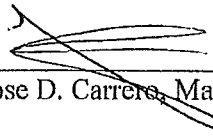
according to terms negotiated, or to be negotiated, by Joseph Tedesco and to execute and deliver any documents relating thereto; and

RESOLVED FURTHER, that Joseph Tedesco and any other officers or representatives of the Company subsequently designated or appointed by Joseph Tedesco be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to effectuate the sale or liquidation of substantially all of the Company's assets through the Bankruptcy Case, and to further take any steps necessary to implement such sale or liquidation; and

RESOLVED FURTHER, that all acts, actions, and transactions previously taken or done, relating to the matters described in or contemplated by the foregoing resolutions, are hereby ratified and approved; and

RESOLVED FURTHER, that this consent may be executed and transmitted by facsimile or electronic mail.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of June __, 2020.



Jose D. Carrero, Manager and Member

David Day, Member

Jake Holmes, Member

according to terms negotiated, or to be negotiated, by Joseph Tedesco and to execute and deliver any documents relating thereto; and

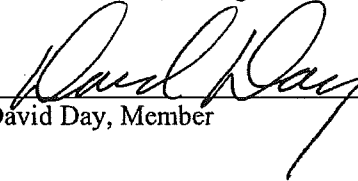
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Jose D. Carrero, Manager and Member



David Day, Member

Jake Holmes, Member

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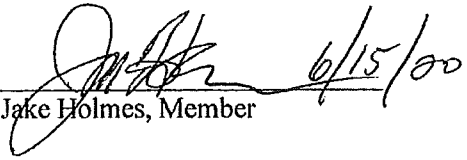
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RESOLVED FURTHER, that this consent may be executed and transmitted by facsimile or electronic mail.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of June 15, 2020.

Jose D. Carrero, Manager and Member

David Day, Member

 6/15/20

Jake Holmes, Member

**United States Bankruptcy Court
District of Nevada**

In re BGD LV Holding, LLC

Debtor(s)

Case No.

Chapter

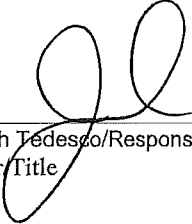
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VERIFICATION OF CREDITOR MATRIX

I, the Responsible Person of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

6-16-20



Joseph Tedesco/Responsible Person
Signer Title

BGD LV Holding, LLC
3101 E. Craig Rd.
North Las Vegas, NV 89030

Internal Revenue Service
Attn: Bankruptcy Dept/Managing Agent
P.O. Box 7346
Philadelphia, PA 19101

Clark County Treasurer
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy
P.O. Box 551220
Las Vegas, NV 89155

Clark County Assessor
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy
Box 551401
Las Vegas, NV 89155

Dept. of Empl, Training & Rehab
Employment Security Division
500 East Third Street
Carson City, NV 89713

Nevada Dept. of Taxation
Bankruptcy Section
555 E. Washington Avenue #1300
Las Vegas, NV 89101

Social Security Administration
Attn: Bankruptcy Desk/Managing Agent
PO Box 33021
Baltimore, MD 21290-3021

Gatehouse Las Vegas R.E. I, Inc.
Attn: Edward C. Roohan
5080 Cameron Street
Las Vegas, NV 89118

HYG Financial Services, Inc.
Attn: Managing Member
P.O. Box 35701
Billings, MT 59107

HYG Financial Services, Inc.
Attn: Managing Member
300 E. John Carpenter Freeway
Irving, TX 75062-2712

Jacob Gurke
1144 Sandpiper Lane
Naperville, IL 60540

Traxys North America LLC
Attn: Managing Member
299 Park Avenue, 38th Floor
New York, NY 10171

Traxys North America LLC
Attn: Managing Member
825 Third Ave, 9th Floor
New York, NY 10022

Jose D. Carrero
c/o Metal Partners Rebar, LLC
392 Knights Run Ave., #1104
Tampa, FL 33602